

UNITED STATES BANKRUPTCY COURT
 SOUTHERN DISTRICT OF NEW YORK

In re THE GREAT ATLANTIC & PACIFIC TEA COMPANY, INC., et al.,
 Debtors

Case No. 15-23007 (RDD)
 Reporting Period: 12/30/18 - 01/26/19

Federal Tax I.D. # xx-xxx0974

CORPORATE MONTHLY OPERATING REPORT

REQUIRED DOCUMENTS	Form No.	Document Attached	Explanation Attached
Schedule of Cash Receipts and Disbursements	MOR-1	X	
Bank Reconciliation (or copies of debtor's bank reconciliations)	MOR-1 (CONT)	X	
Copies of bank statements			X
Cash disbursements journals			X
Statement of Operations	MOR-2	X	
Balance Sheet	MOR-3	X	
Status of Post-petition Taxes	MOR-4	X	
Copies of IRS Form 6123 or payment receipt			X
Copies of tax returns filed during reporting period			X
Summary of Unpaid Post-petition Debts	MOR-4	X	
Listing of Aged Accounts Payable			
Accounts Receivable Reconciliation and Aging	MOR-5	X	
Taxes Reconciliation and Aging	MOR-5	X	
Payments to Insiders and Professional	MOR-6	X	
Post Petition Status of Secured Notes, Leases Payable	MOR-6	X	
Debtor Questionnaire	MOR-7	X	

I declare under penalty of perjury (28 U.S.C. Section 1746) that this report and the attached documents are true and correct to the best of my knowledge and belief.

Signature of Debtor _____

Date _____

Signature of Authorized Individual /s/ Christopher McGarry _____

Date 3/12/2019

Printed Name of Authorized Individual Christopher McGarry _____

Date 3/12/2019

GLOBAL NOTES AND STATEMENTS OF LIMITATIONS AND DISCLAIMERS REGARDING THE DEBTORS' MONTHLY OPERATING REPORTS

On July 19, 2015 (the “**Commencement Date**”), The Great Atlantic & Pacific Tea Company, Inc. (“**Great Atlantic**”) and certain of its affiliates (collectively, the “**Debtors**” or “**A&P**”),¹ each commenced a voluntary case under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the Southern District of New York. The Debtors are authorized to operate their businesses and manage their properties as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. On July 20, 2015, the Bankruptcy Court entered an order authorizing the joint administration of these cases pursuant to Bankruptcy Rule 1015(b). On July 24, 2015, the United States Trustee for Region 2 (the “**U.S. Trustee**”) appointed an official committee of unsecured creditors pursuant to section 1102(a)(1) of the Bankruptcy Code (the “**Creditors’ Committee**”).

The Debtors are filing their consolidated monthly operating report (the “**MOR**”) solely for purposes of complying with the monthly operating requirements applicable in the Debtors’ chapter 11 cases. The MOR is in a format acceptable to the U.S. Trustee. The MOR should not be relied upon by any persons for information relating to current or future financial conditions, events, or performance of any of the Debtors or their affiliates.

These following notes and statements and limitations should be referred to, and referenced in connection with, any review of the MOR.

1. **Basis of Presentation.** For financial reporting purposes, the Debtors generally prepare consolidated financial statements, which include information for Great Atlantic and its Debtor affiliates. The financial statements and information contained herein are unaudited and preliminary. The Debtors are maintaining their books and records in accordance with generally accepted accounting principles (“**GAAP**”) and the information furnished in this MOR uses the companies’ normal accrual method of accounting. In preparing the MOR, the Debtors relied on financial data derived from their books and records that was available at the time of preparation. Subsequent information or discovery may result in material changes to the MOR and errors or omissions may exist. Notwithstanding any such discovery, new information, or errors or omissions, the Debtors do not undertake any obligation or commitment to update the MOR.
2. **Reporting Period.** Unless otherwise noted herein, the MOR generally reflects the Debtors’ books and records and financial activity occurring during the applicable reporting period. Except as otherwise noted, no adjustments have been made for activity occurring after the close of the reporting period.
3. **Consolidated Entity Accounts Payable and Disbursement Systems.** As described in the Cash Management Motion,² the Debtors utilize an integrated, centralized cash management system, in the ordinary course of business, to collect, concentrate, and disburse funds generated by their operations (the “**Cash Management System**”). The Debtors maintain a consolidated accounts payable and disbursements system to pay operating and administrative expenses through various disbursement accounts. In the ordinary course of business, the Debtors maintain business relationships among each other, which result in intercompany receivables and payables (the “**Intercompany Claims**”) arising from intercompany transactions (the “**Intercompany Transactions**”). As set forth more fully in the Debtors’ Cash Management Motion, the primary Intercompany Transactions giving rise to Intercompany Claims are cash

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: 2008 Broadway, Inc. (0986); The Great Atlantic & Pacific Tea Company, Inc. (0974); A&P Live Better, LLC (0799); A&P Real Property, LLC (0973); APW Supermarket Corporation (7132); APW Supermarkets, Inc. (9509); Borman’s, Inc. (9761); Delaware County Dairies, Inc. (7090); Food Basics, Inc. (1210); Kwik Save Inc. (8636); McLean Avenue Plaza Corp. (5227); Montvale Holdings, Inc. (6664); Montvale-Para Holdings, Inc. (2947); Onpoint, Inc. (6589); Pathmark Stores, Inc. (9612); Plainbridge LLC (5965); Shopwell, Inc. (3304); Super Fresh Food Markets, Inc. (2491); The Old Wine Emporium of Westport, Inc. (0724); Tradewell Foods of Conn., Inc. (5748); and Waldbaum, Inc. (8599). The international subsidiaries of The Great Atlantic & Pacific Tea Company, Inc. are not debtors in these chapter 11 cases. The location of the Debtors’ corporate headquarters is 48 Bi-State Plaza, PMB 282, Old Tappan, New Jersey 07675.

² Motion of Debtors Pursuant to 11 U.S.C. §§ 105(a), 363, 364, 503, and 507 Requesting Interim and Final Authority to (I) Continue Using Existing Cash Management System, Bank Accounts, and Business Forms, (II) Implement Changes to the Cash Management System in the Ordinary Course of Business, (III) Continue Intercompany Transactions, (IV) Provide Administrative Expense Priority for Postpetition Intercompany Claims and for Related Relief [ECF No. 5] (the “**Cash Management Motion**”).

receipts activities, disbursement activities, inventory purchases, and expense allocations. Historically, Intercompany Claims are not settled by actual transfers of cash among the Debtors. Instead, the Debtors track all Intercompany Transactions in their accounting system, which concurrently are recorded on the applicable Debtors' balance sheets. Virtually all payments of the Debtors are made by Great Atlantic and charged back to the appropriate Debtor entity. The Debtors have attempted to identify disbursements on an individual Debtor basis. However, because the Debtors generally track and report their financial information on a consolidated basis some errors may exist and adjustments in future reporting may be necessary.

4. **Accuracy.** The financial information disclosed herein was not prepared in accordance with federal or state securities laws or other applicable non-bankruptcy law or in lieu of complying with any periodic reporting requirements thereunder. Persons and entities trading in or otherwise purchasing, selling, or transferring the claims against or equity interests in the Debtors should evaluate this financial information in light of the purposes for which it was prepared. The Debtors are not liable for and undertake no responsibility to indicate variations from securities laws or for any evaluations of the Debtors based on this financial information or any other information.
5. **Debtor in Possession Financing.** On August 12, 2015, the Bankruptcy Court entered the *Final Order Authorizing the Debtors to (A) Obtain Third Lien Postpetition Financing, (B) Use Cash Collateral, and (C) Grant Certain Protections to Prepetition Secured Parties* [ECF No. 531] (the "**DIP Order**"), which approved and authorized the Debtors to obtain \$100,000,000 in secured third priority postpetition financing and to provide the Debtors' prepetition secured parties adequate protection on the terms and conditions set forth in the DIP Order. Please see the DIP Order for additional detail. Descriptions of the Debtors' prepetition debt structure and the collateral relating to the bank debt are contained in the *Declaration of Christopher W. McGarry Pursuant to Rule 1007-2 of the Local Bankruptcy Rules for the Southern District of New York* [ECF No. 4] (the "**McGarry Declaration**"). As described in the McGarry Declaration, the priority of the Debtors' prepetition bank debt is set forth in that certain intercreditor agreement, dated March 13, 2012 (the "**Intercreditor Agreement**"). The Intercreditor Agreement was superseded, in part, pursuant to the intercreditor arrangements set forth in the DIP Order. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent, and priority of liens. On November 6, 2015, the Debtors indefeasibly paid in full the prepetition term loan obligations. On November 10, 2015, the Debtors indefeasibly paid in full the prepetition ABL obligations. On November 13, 2015, the Debtors indefeasibly paid in full the DIP obligations.
6. **Payment of Prepetition Claims Pursuant to First Day Orders.** Within the first two days of the Debtors' chapter 11 cases, the Bankruptcy Court entered orders (the "**First-Day Orders**") authorizing, but not directing, the Debtors to, among other things, pay certain prepetition (a) service fees and charges assessed by the Debtors' banks and debit and credit card companies; (b) claims of warehousemen and miscellaneous lien claimants; (c) certain insurance obligations; (d) obligations to "critical vendors;" (e) customer programs obligations; (f) employee wages, salaries, and related items, including employee benefit programs and independent contractor obligations; (g) taxes and assessments; and (h) amounts held in trust or on a consignment basis where the company has collected on behalf of a third party. To the extent any payments were made on account of such claims following the commencement of these chapter 11 cases pursuant to the authority granted to the Debtors by the Bankruptcy Court under the First Day Orders, such payments have been included in the MOR unless otherwise noted.
7. **Liabilities Subject to Compromise.** The amounts currently classified as liabilities subject to compromise are estimates and are subject to future change and adjustment.
8. **Reservation of Rights.** The Debtors reserve all rights to amend or supplement the MOR in all respects, as may be necessary or appropriate. Nothing contained in this MOR shall constitute a waiver of any of the Debtors' rights or an admission with respect to their chapter 11 cases.

MOR 1

(Unaudited)

	Outstanding checks period end	TD Bank	33,378	-
4124056995	A&P Bermuda	Wells Fargo	168,304	168,304
	St. Pancreas		1,738	1,738
32904	Investment Securities short Term	Mitsubishi UFJ fund Services (Bermuda Ltd)	541,424	541,424

Note:

The reconciliations are not attached to this Monthly Operating Report, however if the U.S. Trustee requests copies, the Debtors will provide all reconciliations as soon as practicable.

Disbursements for the 4 Weeks Ending January 26, 2019

MOR 1

(Unaudited - \$ in 000s)

Case No.	Debtors	For the 4 Weeks Ending 1/26/2019
15-23006	2008 Broadway, Inc.	\$ -
15-23007	The Great A&P Tea Co. Inc.	159
15-23008	A&P Live Better, LLC	-
15-23009	A&P Real Property, LLC	-
15-23010	APW Supermarket Corporation	-
15-23011	APW Supermarkets Inc.	-
15-23012	Borman's, Inc.	-
15-23013	Delaware County Dairies, Inc.	-
15-23014	Food Basics, Inc.	-
15-23015	Kwik Save Inc.	-
15-23016	McLean Avenue Plaza Corp.	-
15-23017	Montvale Holdings, Inc.	-
15-23018	Montvale-Para Holdings, Inc.	-
15-23019	Onpoint, Inc.	-
15-23020	Pathmark Stores, Inc.	-
15-23021	Plainbridge LLC	-
15-23022	Shopwell, Inc.	-
15-23023	Super Fresh Food Markets, Inc.	-
15-23024	The Wine Emporium of Westport, Inc.	-
15-23025	Tradewell Foods of Conn., Inc	-
15-23026	Waldbaums, Inc.	-
Total		\$ 159

Note:

Disbursements are shown based on the entity for which they are attributed to,
not the entity which made the payment.

Consolidated Statement of Operations

MOR 2

(Unaudited - \$ in 000s)

	All Legal Entities
Sales ¹	\$ -
Cost of merchandise sold	-
Gross margin	-
Store operating, general and administrative expense	-
(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes	-
Interest expense	-
Nonoperating Income	-
Miscellaneous (exp) income ²	27,074
Interest and dividend income	44
	21
(Loss) income from continuing operations before income taxes	27,139
Provision for income taxes	-
(Loss) income from continuing operations	27,139
(Loss) income from operations of discontinued businesses, net of tax benefit	(151)
Gain (Loss) on disposal of discontinued operations, net of tax benefit	-
Reorganization items, net of tax provision	125
Income (loss) from discontinued operations	(26)
Net (loss) income	\$ 27,113

- 1) The Great A&P Tea Co. which operated the Debtors' liquor stores, closed the last store on 7/13/17. Activity at other entities reflects the correction of balances in accounts
- 2) To true-up interest to 2nd & 3rd lien agreement, write off of \$27M for agreement (non-cash activity)

Consolidated Statement of Operations By Legal Entity

MOR 2

(Unaudited - \$ in 000s)

	APW Supermarkets 15-23011	Bormans Inc 15-23012	Shopwell 15-23022	A&P Real Property, LLC 15-23009	APW Supermarket Corp 15-23010	McLean Avenue Plaza Corp 15-23016	OnPoint, Inc 15-23019	Super Fresh Food Markets 15-23023	The Great A&P Tea Co ¹ 15-23007	Wine Emporium ¹ 15-23024	Tradewell Food of Conn 15-23025	Waldbaums Inc 15-23026	US Food Basics 15-23014
Sales ¹	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of merchandise sold	-	-	-	-	-	-	-	-	-	-	-	-	-
Gross margin	-	-	-	-	-	-	-	-	-	-	-	-	-
Store operating, general and administrative expense	-	-	-	-	-	-	-	-	-	-	-	-	-
(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes	-	-	-	-	-	-	-	-	-	-	-	-	-
Nonoperating (loss) income	-	-	-	-	-	-	-	-	-	-	-	-	-
Interest expense ²	-	-	-	-	-	-	-	-	-	-	-	-	-
Miscellaneous (exp) income	-	-	-	-	-	-	-	-	44	-	-	-	-
Interest and dividend income	-	-	-	-	-	-	-	-	21	-	-	-	-
(Loss) income from continuing operations before income taxes	-	-	-	-	-	-	-	-	65	-	-	-	-
Provision for income taxes	-	-	-	-	-	-	-	-	-	-	-	-	-
(Loss) income from continuing operations	-	-	-	-	-	-	-	-	65	-	-	-	-
(Loss) income from operations of discontinued businesses, net of tax benefit	9	-	-	-	-	-	-	-	(189)	-	-	-	-
Loss on disposal of discontinued operations, net of tax benefit	-	-	-	-	-	-	-	-	-	-	-	-	-
Reorganization items, net of tax provision	-	-	-	-	-	-	-	-	125	-	-	-	-
Income (loss) from discontinued operations	9	-	-	-	-	-	-	-	(64)	-	-	-	-
Net (loss) income	\$ 9	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 1	\$ -	\$ -	\$ -	\$ -

- The Great A&P Tea Co. which operated the Debtors' liquor stores, closed the last store on 7/13/17. Activity at other entities reflects the correction of balances in accounts
- To true-up interest to 2nd & 3rd lien agreement, write off of \$27M for agreement (non-cash activity)

Consolidated Statement of Operations By Legal Entity

MOR 2

(Unaudited - \$ in 000s)

	Pathmark Inc 15-23020	Plainbridge 15-23021	Delaware County Dairy 15-23013	A&P LiveBetter LLC 15-23008	Montvale-Para Holdings, Inc 15-23018	Kwik Save Inc 15-23015	2008 Broadway 15-23006	Montvale Holdings, Inc 15-23017	TOTAL
Sales ¹	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Cost of merchandise sold	-	-	-	-	-	-	-	-	-
Gross margin	-	-	-	-	-	-	-	-	-
Store operating, general and administrative expense	-	-	-	-	-	-	-	-	-
(Loss) income from continuing operations before nonoperating income, interest expense, reorganization items and income taxes	-	-	-	-	-	-	-	-	-
Nonoperating (loss) income	-	-	-	-	-	-	-	-	-
Interest expense ²	-	-	-	-	27,074	-	-	-	27,074
Miscellaneous (exp) income	-	-	-	-	-	-	-	-	44
Interest and dividend income	-	-	-	-	-	-	-	-	21
(Loss) income from continuing operations before income taxes	-	-	-	-	27,074	-	-	-	27,139
Provision for income taxes	-	-	-	-	-	-	-	-	-
(Loss) income from continuing operations	-	-	-	-	27,074	-	-	-	27,139
(Loss) income from operations of discontinued businesses, net of tax benefit	-	-	-	-	29	-	-	-	(151)
Loss on disposal of discontinued operations, net of tax benefit	-	-	-	-	-	-	-	-	-
Reorganization items, net of tax provision	-	-	-	-	-	-	-	-	125
Income (loss) from discontinued operations	-	-	-	-	29	-	-	-	(26)
Net (loss) income	\$ -	\$ -	\$ -	\$ -	27,103	\$ -	\$ -	\$ -	27,113

1) The Great A&P Tea Co. which operated the Debtors' liquor stores, closed the last store on 7/13/17. Activity at other entities reflects the correction of balances in accounts

2) To true-up interest to 2nd & 3rd lien agreement, write off of \$27M for agreement (non-cash activity)

Consolidated Balance Sheet

MOR 3

(Unaudited - \$ in 000s)

	All Legal Entities
ASSETS	
Current Assets:	
Cash And Cash Equivalents	\$ 20,437
Restricted Cash	734
Accounts Receivable, Net	1,637
Inventories, Net	0
Prepaid Expenses And Other Current Assets	360
Total Current Assets	23,168
Non-Current Assets:	
Property	0
Property, Net	0
Intangible Assets, Net	0
Other Assets	4
Total Assets	\$ 23,172
LIABILITIES & STOCKHOLDERS' EQUITY (DEFICIT)	
Current Liabilities:	
Accounts Payable	\$ 16,604
Book Overdrafts	33
Accrued Salaries, Wages And Benefits	145
Accrued Taxes	(81)
Other Accrued Liabilities ¹	1,356
Total Current Liabilities	18,057
Liabilities Subject To Compromise ^{2,3}	479,907
Non-Current Liabilities:	
Other Financial Liabilities	-
Other Non-Current Liabilities ³	478
Intercompany, Net	-
Total Liabilities Not Subject To Compromise	18,535
Total Liabilities	\$ 498,443
Stockholders' Equity (Deficit):	
Common Stock	\$ 8
Additional Paid-In Capital	1,105,911
Retained Earnings (Accumulated Deficit)	(1,581,189)
Total Stockholders' Equity (Deficit)	(475,270)
Total Liabilities And Stockholders' Equity (Deficit)	\$ 23,172

¹ Other accruals can be pre-petition and post-petition that are still being analyzed.

² Liabilities subject to compromise include secured debt, prepetition accounts payable, and certain other accruals. Second Lien debt has been paid in full.

³ True -up of 2nd & 3rd lien debt

Consolidated Balance Sheets

MOR 3

(Unaudited - \$ in 000s)

	APW Supermarkets 15-23011	Bormans Inc 15-23012	Shopwell 15-23022	A&P Real Property, LLC 15-23009	APW Supermarket Corp 15-23010	McLean Avenue Plaza Corp 15-23016	Onpoint, Inc Choice 15-23019	Super Fresh Food Markets 15-23023	The Great A&P Tea Co. ² 15-23007	Wine Emporium ² 15-23024	Tradewell Food of Conn 15-23025	Waldbaums Inc 15-23026	US Food Basics 15-23014	Pathmark Inc 15-23020	Plainbridge 15-23021
ASSETS															
Current Assets:															
Cash And Cash Equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 19,726	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Restricted Cash	167	-	-	-	-	-	-	-	482	-	-	-	-	-	-
Accounts Receivable, Net	-	-	-	-	-	-	-	-	1,637	-	-	-	-	-	-
Inventories, Net	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Prepaid Expenses And Other Current Assets	-	-	-	-	-	-	-	-	360	-	-	-	-	-	-
Total Current Assets	167	-	-	-	-	-	-	-	22,204	-	-	-	-	-	-
Non-Current Assets:															
Property	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Property, Net	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Intangible Assets, Net	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Assets	-	-	-	-	-	-	-	-	4	-	-	-	-	-	-
Total Assets	\$ 167	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 22,209	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Liabilities & Stockholders' Equity (Deficit)															
Current Liabilities:															
Accounts Payable	\$ 2,202	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 8,739	\$ 1	\$ -	\$ -	\$ -	\$ -	\$ -
Book Overdrafts	-	-	-	-	-	-	-	-	33	-	-	-	-	-	-
Accrued Salaries, Wages And Benefits	-	-	-	-	-	-	-	-	145	-	-	-	-	-	-
Accrued Taxes	-	-	-	-	-	-	-	-	189	(19)	-	-	-	-	-
Other Accrued Liabilities	425	-	-	-	-	-	-	-	98,795	-	-	-	-	-	-
Total Current Liabilities	2,627	-	-	-	-	-	-	-	107,901	(18)	-	-	-	-	-
Liabilities Subject To Compromise^{1,2}	8,472	-	-	-	-	-	-	-	43,600	9	-	-	-	-	-
Non-Current Liabilities:															
Other Financial Liabilities	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Non-Current Liabilities ²	-	-	-	-	-	-	-	-	(988)	-	-	-	-	-	-
Intercompany, Net	(559,301)	-	-	-	-	-	-	-	592,703	(105)	-	-	-	-	-
Total Liabilities Not Subject To Compromise	(556,674)	-	-	-	-	-	-	-	699,617	(123)	-	-	-	-	-
Total Liabilities	\$ (548,202)	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 743,217	\$ (113)	\$ -	\$ -	\$ -	\$ -	\$ -
Stockholders' Equity (Deficit):															
Common Stock	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 361,954	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Additional Paid-In Capital	-	-	-	-	-	-	-	-	945,849	-	-	-	-	-	-
Retained Earnings (Accumulated Deficit)	548,369	-	-	-	-	-	-	-	(2,028,810)	113	-	-	-	-	-
Total Stockholders' Equity (Deficit)	\$ 548,369	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	(721,008)	\$ 113	\$ -	\$ -	\$ -	\$ -	\$ -
Total Liabilities And Stockholders' Equity (Deficit)	\$ 167	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ 22,209	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -

1) Liabilities subject to compromise include secured debt, prepetition accounts payable and certain other accruals. Second lien debt has been paid in full.

2) True-up of 2nd & 3rd lien debt
The Great A&P Tea Co., which operated the Debtors' liquor stores, closed the last store on 7/13/17. Activity at other entities reflects the correction of balances in accounts.

Consolidated Balance Sheets

MOR 3

(Unaudited - \$ in 000s)

	Delaware County Dairy 15-23013	A&P LiveBetter LLC 15-23008	Montvale-Para Holdings, Inc 15-23018	Kwik Save Inc 15-23015	2008 Broadway 15-23006	Montvale Holdings, Inc 15-23017	TOTAL	Foreign	INTERCOMPANY ELIMINATION	All Legal Entities
ASSETS										
Current Assets:										
Cash And Cash Equivalents	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	19,726	\$ 711	\$ -	\$ 20,437
Restricted Cash	-	-	85	-	-	-	734	-	-	734
Accounts Receivable, Net	-	-	-	-	-	-	1,637	-	-	1,637
Inventories, Net	-	-	-	-	-	-	-	-	-	-
Prepaid Expenses And Other Current Assets	-	-	-	-	-	-	360	-	-	360
Total Current Assets	-	-	85	-	-	-	22,457	711	-	23,168
Non-Current Assets:										
Property	-	-	-	-	-	-	-	-	-	-
Property, Net	-	-	-	-	-	-	-	-	-	-
Intangible Assets, Net	-	-	-	-	-	-	-	-	-	-
Other Assets	-	-	-	-	-	-	4	-	-	4
Total Assets	\$ -	\$ -	\$ 85	\$ -	\$ -	\$ -	\$ 22,461	\$ 711	\$ -	\$ 23,172
Liabilities & Stockholders' Equity (Deficit)										
Current Liabilities:										
Accounts Payable	\$ -	\$ 30	\$ 5,627	\$ -	\$ -	\$ -	16,599	\$ 5	\$ -	\$ 16,604
Book Overdrafts	-	-	-	-	-	-	33	-	-	33
Accrued Salaries, Wages And Benefits	-	-	-	-	-	-	145	-	-	145
Accrued Taxes	-	(3)	(247)	-	-	-	(81)	-	-	(81)
Other Accrued Liabilities	-	-	394	-	-	-	99,614	(98,258)	-	1,356
Total Current Liabilities	-	27	5,774	-	-	-	116,310	(98,253)	-	18,057
Liabilities Subject To Compromise ^{1, 2}	-	232	427,593	-	-	-	479,907	-	-	479,907
Non-Current Liabilities:										
Other Financial Liabilities	-	-	-	-	-	-	-	-	-	-
Other Non-Current Liabilities ²	-	-	-	-	-	-	(988)	1,466	-	478
Intercompany, Net	-	(35,111)	1,812	-	-	-	(2)	2	-	-
Total Liabilities Not Subject To Compromise	-	(35,084)	7,586	-	-	-	115,321	(96,785)	-	18,535
Total Liabilities	\$ -	\$ (34,852)	\$ 435,179	\$ -	\$ -	\$ -	\$ 595,228	\$ (96,785)	\$ -	\$ 498,443
Stockholders' Equity (Deficit):										
Common Stock	\$ -	\$ 34,356	\$ (396,301)	\$ -	\$ -	\$ -	8	\$ -	\$ -	\$ 8
Additional Paid-In Capital	-	-	62,555	-	-	-	1,008,404	97,508	-	1,105,911
Retained Earnings (Accumulated Deficit)	-	496	(101,347)	-	-	-	(1,581,179)	(11)	-	(1,581,189)
Total Stockholders' Equity (Deficit)	\$ -	\$ 34,852	\$ (435,093)	\$ -	\$ -	\$ -	\$ (572,767)	\$ 97,497	\$ -	\$ (475,270)
Total Liabilities And Stockholders' Equity (Deficit)	\$ -	\$ -	\$ 85	\$ -	\$ -	\$ -	\$ 22,461	\$ 711	\$ -	\$ 23,172

1) Liabilities subject to compromise include secured debt, prepetition accounts payable and certain other accruals. Second lien debt has been paid in full.

2) True-up of 2nd & 3rd lien debt
The Great A&P Tea Co., which operated the Debtors' liquor stores, closed the last store on 7/13/17. Activity at other entities reflects the correction of balances in accounts.

Debtors

Reporting Period: 12/30/18 through 01/26/19

Federal Tax I.D. # xx-xxx0974

Consolidated Cash Flow

MOR 3

(Unaudited - \$ in 000s)

**For the 4 Weeks Ended
1/26/2019**

Cash Flows From Operating Activities:

Net Income	\$	27,113
Adjustments To Reconcile Net Loss To Net Cash (Used In) Provided By Operating Activities:		
Depreciation And Amortization		-
(Gain) Loss on disposal of property and write-down of property, net		-
Other Changes In Assets And Liabilities:		
(Increase) Decrease in Restricted Cash		(0)
(Increase) Decrease In Receivables		(39)
(Increase) Decrease In Inventories		-
(Increase) Decrease In Prepaid Expenses And Other Current Assets		53
(Increase) Decrease In Other Assets		-
Increase (Decrease) In Accounts Payable		(93)
Increase (Decrease) In Bank Overdrafts		(363)
Increase (Decrease) In Accrued Salaries, Wages And Benefits, And Taxes		96
Increase (Decrease) In Other Accruals		(0)
Increase (Decrease) In Other Non-Current Liabilities		(27,049)
Other Operating Activities, Net		-
Net Cash (Used In) Provided By Operating Activities	\$	(283)

Cash Flows From Investing Activities:

Proceeds From Disposal Of Property	\$	-
Proceeds From Sale of Intangible Assets		-
Net Cash Used In Investing Activities	\$	

Cash Flows From Financing Activities:

Principal Payments On Long-Term Debt Sub to compromise	\$	-
Net Cash (Used In) Provided By Financing Activities	\$	
Net (Decrease) Increase In Cash And Cash Equivalents		(283)
Cash And Cash Equivalents At Beginning Of The Period		20,720
Cash And Cash Equivalents At End Of The Period	\$	20,437

Status of Post-Petition Taxes and Unpaid Post-Petition Debts

MOR 4

(Unaudited)

Status of Post-Petition Taxes

Federal	Beginning Tax 1	Amount Withheld and/or Accrued	Amount Paid	Date Paid	Ending Tax
Other	(82,851)		(2,333)		(80,518)
Total Taxes	\$ (82,851)	\$ -	\$ (2,333)		\$ (80,518)

Note:

Post-petition taxes for the Debtors, which are not subject to dispute or reconciliation, and are authorized to be paid under the relief granted by the Bankruptcy Court are current. There are no national tax disputes or reconciliations.

Summary of Unpaid Post-Petition Debts

	Number of Days Past Due					Total
	Current	1-30	31-60	61-90	Over 91	
Accounts Payable, including Rent/Leases for Buildings & Equip and Professional Fees	\$ 6,223	\$ (6,908)	\$ -	\$ -	\$ 10,812,219	\$ 10,811,534
Wages Payable	144,664					144,664
Taxes Payable	(80,518)					(80,518)
Total Post-Petition Debts						\$ 10,875,680

Note:

Support for these items may be made available upon request.

Aging is based on vouchered invoices only, all other amounts are shown as current.

Over 91 includes invoices that were previously being accrued for monthly pension contributions that are now recorded as payables in accordance with the global settlement.

Aged items include certain locations where occupancy has not been paid in closed stores.

Accounts Receivable and Taxes Reconciliation and Aging

MOR 5

(Unaudited)

Accounts Receivable Reconciliation and Aging

Accounts Receivable Reconciliation	Amount
Total Accounts Receivable at the beginning of the reporting period *	\$ 6,768,315
Plus: Amounts billed during the period	73,187
Less: Amounts collected during the period	(43,586)
Total Accounts Receivable at the end of the reporting period	\$ 6,797,916

Accounts Receivable Aging	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
0 - 30 days old	\$ 41,867				\$ 41,867
31 - 60 days old		16,096			16,096
61 - 90 days old			-		-
91+ days old				6,739,953	6,739,953
Total Accounts Receivable	41,867	16,096	-	6,739,953	6,797,916
Less: Bad Debts (Amount considered uncollectible) 1	-	-	-	(5,161,098)	(5,161,098)
Net Accounts Receivable	\$ 41,867	\$ 16,096	\$ -	\$ 1,578,855	\$ 1,636,818

Taxes Reconciliation and Aging

Taxes Payable	0-30 Days	31-60 Days	61-90 Days	91+ Days	Total
0 - 30 days old	\$ (80,518)				\$ (80,518)
31 - 60 days old					-
61 - 90 days old					-
91+ days old					-
Total Taxes Payable					-
Total Taxes Payable	\$ (80,518)	\$ -	\$ -	\$ -	\$ (80,518)

Payments To Insiders And Professionals
 MOR 6
 (Unaudited)

Payments to Insiders

Insider Payment Summary (Period 12 Only)	
Payroll and Benefits	\$ 13,846

[1] Represents payments made by the debtors to persons considered to be "insiders" under the Bankruptcy Code during the reporting period. The total is shown on a cash basis, reflecting the actual amounts received, net of any applicable taxes, withholdings or other deductions. The total includes regular payroll, fees and expense reimbursements.

[2] Persons included as "insiders" have been included for informational purposes only. The Debtors do not concede or take any position with respect to: (a) such person's influence over the control of the Debtors; (b) the management responsibilities or functions of such individual; (c) the decision-making or corporate authority of such individual; or (d) whether such individual is or is not an "insider" under applicable law, including, without limitation, the federal securities laws or with respect to any theories of liability or for any other purpose. Further, the inclusion of a party as an "insider" in not an acknowledgement or concession that such party is an "insider" under applicable bankruptcy law.

Payments to Estate Professionals

PROFESSIONALS				
NAME	DATE OF COURT ORDER AUTHORIZING PAYMENT	(1) AMOUNT APPROVED Period 12	(2) Amount Paid Period 12	(3) TOTAL INCURRED & UNPAID*
Prime Clerk LLC	September 2, 2015	16,886	16,886	16,886
Price Waterhouse Coopers	September 2, 2015	-	-	-
Hilco Real Estate LLC	September 2, 2015	-	-	-
Evercore Group LLC	September 2, 2015	-	-	-
Weil, Gotshal & Manges	September 2, 2015	37,346	56,280	160,099
FTI Consulting	September 2, 2015	43,709	40,759	54,636
Zolfo Cooper, LLC	September 2, 2015	-	-	-
Pachulski, Stang Zeihl & Jones	September 2, 2015	24,082	80,979	5,540
TOTAL PAYMENTS TO PROFESSIONALS		\$ 122,023	\$ 194,903	\$ 237,160

[1] "Amount Approved" represents the amounts approved for payment during the reporting period pursuant to the order establishing procedures for interim compensation and reimbursement of expenses of professionals, dated September 2, 2015 (ECF No. 765) (the "Interim Comp. Order").

[2] "Amount Paid" represents the amounts disbursed during the reporting period and includes amounts approved in the prior period. Any payments made by the Debtors to estate professional are in accordance with the terms and conditions of the Interim Comp. Order.

[3] Amounts listed as "Total Incurred & Unpaid" are based on invoices filed and received during the reporting period. Additional amounts are owed, and invoices have been or will be filed on the docket. This also includes holdback amounts. Portions of amounts listed may have been paid after the reporting period in accordance with the Interim Comp. Order.

[4] In the aggregate, the Debtors have paid approximately \$15.975 million to an escrow for professionals during these chapter 11 cases. The current balance of the professionals' escrow is approximately \$655 thousand.

Payments to DIP

DIP Financing

None - DIP was paid off on November 13, 2015.

Post-Petition Status Of Secured Notes, Leases Payable And Adequate Protection Payments

Period 12 FY2018 - Rent

MOR 6A

(Unaudited)

Leases Payable

The Debtors have paid an aggregate of \$1,226 in rental obligations in accordance with the terms of certain leases for January 2019

Adequate Protection

Adequate Protection Payments	
Name of Creditor	Amount Paid - P12
Prepetition PIK Notes	
Advisor Fees & Costs	-
Prepetition Convertible Notes	
Advisor Fees & Costs	-
Total Payments	\$ -

Debtor Questionnaire

MOR 7

(Unaudited)

Must be completed each month. If the answer to any of the questions is "Yes", provide a detailed explanation of each item. Attach additional sheets if necessary.		
	Yes	No
1 Have any assets been sold or transferred outside the normal course of business this reporting period?	X (f)	
2 Have any funds been disbursed from any account other than a debtor in possession account this reporting period?		X
3 Is the Debtor delinquent in the timely filing of any post-petition tax returns?		X
4 Are workers compensation, general liability or other necessary insurance coverages expired or cancelled, or has the debtor received notice of expiration or cancellation of such policies?		X
5 Is the Debtor delinquent in paying any insurance premium payment?		X
6 Have any payments been made on pre-petition liabilities this reporting period?	X (a)	
7 Are any post-petition receivables (accounts, notes or loans) due from related parties?	X (b)	
8 Are any post-petition payroll taxes past due?		X
9 Are any post-petition State or Federal income taxes past due?		X
10 Are any post-petition real estate taxes past due?	X (c)	
11 Are any other post-petition taxes past due?		X
12 Have any pre-petition taxes been paid during this reporting period?	X (d)	
13 Are any amounts owed to post-petition creditors delinquent?		X (g)
14 Are any wage payments past due?		X
15 Have any post-petition loans been received by the Debtor from any party?	X (e)	
16 Is the Debtor delinquent in paying any U.S. Trustee fees?		X
17 Is the Debtor delinquent with any court ordered payments to attorneys or other professionals?		X
18 Have the owners or shareholders received any compensation outside of the normal course of business?		X

Explanation to "Yes" answers:

- a As authorized pursuant to various orders entered by the Court, the Debtors made certain payments on account of pre-petition cure amounts during the reporting period.
- b Intercompany accounts are maintained in accordance with the order approving the Debtors' cash management system.
- c Portions of unpaid pre-petition real property lease payments may be related to real property taxes that have not been paid.
- d As authorized pursuant to certain orders entered by the Court, the Debtors made certain payments on account of pre-petition tax liabilities during the reporting period.
- e DIP facility of \$100M was borrowed and paid off.
- f As authorized pursuant to various orders by the Court, the Debtor has been selling off assets.
- g This does not include occupancy related costs for closed stores.